



# CommerceLawGroup

a professional limited company

Responding Office:

PO Box 357247  
Gainesville, FL 32635

February 3, 2017

Registration Section  
Division of Corporations  
Department of State  
State of Florida  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

re: Nervana Combination Company, LLC

To Whom It May Concern:

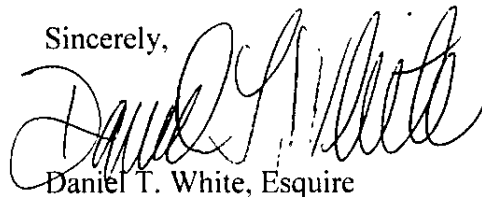
On behalf of the above-referenced entity, please find enclosed the following document for immediate filing, along with one photocopy of the same:

○ *Articles of Organization*

Please also find enclosed a check made payable to the Florida Department of State in the amount of \$155.00 representing the applicable fees associated with the filing therewith as well as the fee associated with our request for a certified copy of the record (Filing Fee—Articles of Organization (\$100.00); Registered Agent Designation (\$25.00) and certified copy of record (\$30.00)). Once the original of the enclosure has been filed, please return the requested certified copy(ies) to my attention at the mailing address listed above.

Should you have any questions, please do not hesitate to call. Thanks again.

Sincerely,

A handwritten signature in black ink, appearing to read "Daniel T. White".

Daniel T. White, Esquire

Encl.

FILED  
17 FEB - 8 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Organization**  
**of**  
**Nervana Combination Company, LLC**

The undersigned files these articles of organization ("Articles") pursuant to the Florida Revised Limited Liability Company Act, as amended (the "Rev. Act");

**ARTICLE I: NAME**

The name of this limited liability company shall be "Nervana Combination Company, LLC" (the "Company").

**ARTICLE II: MAILING AND STREET ADDRESS**

This Company's principal office location and mailing address shall be 13755 S.W. 119<sup>th</sup> Ave., Miami, FL 33186.

**ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT**

Unless and until changed (whether by filing of amendment to these Articles or other administrative report as permitted by the Rev. Act), the initial registered office of this Company shall be 2727 NW 43rd St #2A, Gainesville, FL 32606, and this Company's initial registered agent shall be Daniel T. White, Esq.

**ARTICLE IV: DURATION OF COMPANY'S EXISTENCE**

This Company shall have perpetual existence.

**ARTICLE V: PURPOSE AND POWERS**

This Company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Company chooses to engage in business activities.

**ARTICLE VI: MANAGEMENT OF COMPANY; AUTHORITY TO ACT  
ON BEHALF OF COMPANY**

A. This Company shall operate and exist as a manager-managed company for all purposes under the Rev. Act, unless and until changed through an amendment to these Articles. As such, management of this Company's activities and affairs shall be exclusively conducted by, and vested in, one or more managers in accordance with the applicable provisions set forth in these Articles and, if any, this Company's operating agreement (if any, the "Operating Agreement").

B. Accordingly, no member of this Company, solely by reason or status of being a member, shall have any inherent (1) right, power or authority whatsoever (whether actual, apparent or implied) to legally bind this Company or otherwise to act on this Company's behalf (as an agent or otherwise) for any purpose or (2) vested right or entitlement to be chosen (or, as the case may be, elected, appointed or designated) as a manager, officer or other legal or authorized representative of this Company.

**ARTICLE VII: ADDITIONAL MEMBERS; TRANSFER OR ASSIGNMENT OF INTEREST;  
NO MEMBER RIGHTS OR POWERS WITHOUT FORMAL ADMISSION**

A. No person shall be admitted as a member of or to this Company unless and until formally admitted pursuant to the applicable provisions of these Articles and the Operating Agreement (together, the "Governing Documents").

B. No transferee, assignee, holder, successor or assign of or to any of this Company's transferable interests or securities shall have any automatic or vested right, privilege or other entitlement of membership of or to this Company (or to cause this Company or any of its managers or members to vote or consent to admit such person into this Company's membership) prior to such formal admission pursuant to the Governing Documents. No transferable interest or security of the Company shall bear or carry any automatic or vested right, privilege or other entitlement of membership of or to this Company or rights, entitlements or powers to cause this Company or any of its managers or members to vote or consent to admit its holder into this Company's membership.

C. Without having been formally admitted at all as a member of this Company pursuant to the Governing Documents, no transferee, assignee, holder, successor or assign of or to any of this Company's transferable interests or securities shall have or possess any right, power, authority, privilege or entitlement:

(i) to exercise any right, entitlement or power of or as a member of this Company (including without limitation any right or power to elect one or more of this Company's managers or to cast one or more votes on any other matter concerning or involving any aspect of this Company's business or affairs regardless of the nature or inherent terms of the Company interest owned or held); or

(ii) to act as a proxy or representative of a holder (including any member) of any of the Company's issued and outstanding transferable interests or securities, or to grant or appoint to any other person (including any member of this Company) any proxy to vote or otherwise act on behalf of, or with respect to, any Company interest or security.

D. Prior to the dissolution and winding-up of this Company, none of the Company's issued and outstanding transferable interests or securities shall be transferable or assignable, in whole or in part, directly or indirectly, voluntarily or involuntarily, whether by any member or subsequent holder of any such interest or security, except as may be otherwise expressly set forth to the contrary in the Operating Agreement. Any attempt to transfer or assign any Company interest or security in violation thereof shall be deemed void *ab initio* and without force or effect.

#### **ARTICLE VIII: SEVERABILITY**

In the event all or any portion of any provision of these Articles is deemed to be unenforceable, the remainder of that or all other provisions shall not be affected thereby and each remaining provision shall be valid and enforceable to the fullest extent permitted by law.

#### **ARTICLE IX: INITIAL MANAGER(S)**

The name(s) and address(es) of each person initially chosen and authorized to manage and control this Company, who collectively represent(s) all of this Company's initial managers, is/are as follows:

Title (MGR = manager):

MGR

Name and Address:

Sean McBrayer  
13755 S.W. 119th Ave.  
Miami, FL 33186

#### **ARTICLE X: INITIAL MEMBER(S)**

The name(s) and address(es) of each person initially admitted as a member to this Company, and who collectively represent(s) all of this Company's initial members, is/are as follows:

Title (MBR = member):

MBR

Name and Address:

Sean McBrayer  
13755 S.W. 119th Ave.  
Miami, FL 33186

Dated: February 3, 2017.



Daniel T. White, Esq.

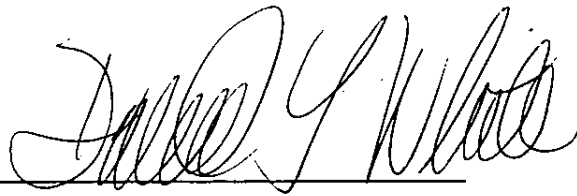
Authorized Representative of  
the Initial Member(s)

**CERTIFICATE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for Nervana Combination Company, LLC, the above stated limited liability company at the place designated in the Articles and restated in this certificate below, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes:

**Registered agent:** Daniel T. White, Esq.

**Registered office:** 2727 NW 43rd St #2A, Gainesville, FL 32606



Name: Daniel T. White, Esq.

Dated: February 3, 2017